

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 884-3821

T. D. MARION
DIRECTOR - EQUIPMENT FINANCING
AND ASSISTANT TREASURER

November 6, 1987

NOV 09 1987
10:00

ICC Washington, D. C.

FEDERAL EXPRESS

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2215
Washington, DC 20423

RECORDATION NO. 15242-D

NOV 9 1987 - 11 15 AM 7 313A062

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 3
dated as of October 27, 1987, a secondary
document supplementing the Manufacturing
Agreement dated as of April 28, 1987.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Bethlehem Steel Corporation (Manufacturer)
17 John Street
Johnstown, PA 15907

NOV 9 11 10 AM '87
ICC OFFICE OF
THE SECRETARY
MOTOR OPERATING UNIT

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered
5-unit, articulated, single level, container flatcar, Contract T-5087-B	FC	22	NTTX	67068-67089

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

Honorable Noreta R. McGee
November 6, 1987
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 3 being recorded are as follows:

- (1) Manufacturing Agreement dated April 28, 1987, recorded on June 11, 1987, at 11:50 a.m., recordation number 15242.
- (2) Manufacturing Agreement Supplement No. 1 dated July 17, 1987, recorded on September 14, 1987, at 11:40 a.m., recordation number 15242-B.
- (3) Manufacturing Agreement Supplement #2 dated September 11, 1987, recorded on October 6, 1987, at 11:25 a.m., recordation number 15242-C.

A short summary of this Manufacturing Agreement Supplement No. 3 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 3 covering 22 five-unit, single level, container flatcars numbered 67068-67089."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to the undersigned by mail.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:kbb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

T. D. Marion
101 North Wacker Drive
Chicago, IL 60606

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/9/87 at 11:15AM, and assigned re-recording number(s). 15153-E & 15242-D

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

NOV 9 1987-11 15 AM

MANUFACTURING AGREEMENT SUPPLEMENT #3, dated as of October 27, 1987, between BETHLEHEM STEEL CORPORATION (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of April 28, 1987, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

BETHLEHEM STEEL CORPORATION

By: *Ry Ford*
General Manager

(Corporate Seal)

ATTESTATION:

R. J. [Signature]
Assistant Secretary

TRAILER TRAIN COMPANY

By: *[Signature]*
Vice President and Treasurer

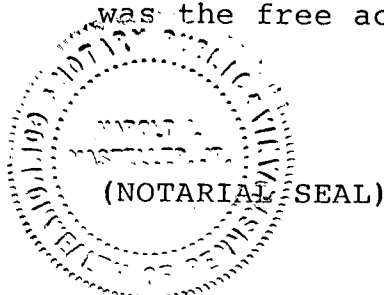
(Corporate Seal)

ATTESTATION:

A. D. [Signature]
Assistant Secretary

STATE OF PENNSYLVANIA)
COUNTY OF ~~CAMBERN~~ NORTHAMPTON) SS.:
~~CAMBERN~~)

On this 27th day of October 1987, before me personally appeared R.M. Funk, to me personally known, who, being by me duly sworn, says that he is a General Manager of BETHLEHEM STEEL CORPORATION that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Harold J. Maffelber Jr.
Notary Public

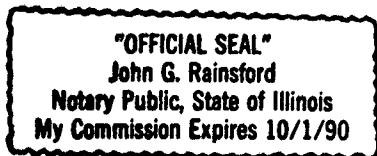
My Commission Expires
November 2, 1987
City of Berthlehem
Northampton County

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this 29TH day of October 1987, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John G. Rainsford
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #3

BETHLEHEM STEEL CORPORATION
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
NTTX	22	67068-67089	\$	\$	Oct.-Nov. '87	T-5087-B

Item 2: December 31, 1987

Item 3: To be determined

Item 4: 17 John Street
Johnstown, PA 15907